



St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105
(415) 541-1757

May 30, 1990

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

0-151A012

16813-A
RECORDATION NO. 16813
FILED 1425

MAY 31 1990 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

RE: Lease Agreement dated March 1, 1990 between St. Louis
Southwestern Railway Company ("SSW") and General Motors
Corporation (Electro-Motive Division) ("GMC")

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49,
United States Code, Section 11303, three original counterparts of an Amendment
Agreement dated May 29, 1990 between SSW and GMC.

The primary document to which the enclosed secondary document is connected
is recorded under Recordation No. 16813.

The names and addresses of the parties to the document are as follows:

Lessor: General Motors Corporation (Electro-Motive Division)
9301 W. 55th Street
LaGrange, Illinois 60525

Lessee: St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A check in the amount of \$15 is enclosed. Please return the two recorded
counterparts to the undersigned via Federal Express (completed waybill is
enclosed for your convenience).

A short summary of the document to appear in the index follows:

Amendment of term of lease agreement to June 30, 1990,
as set forth in paragraphs 1, 2, and 5.

Very truly yours,

Lenora Young

Lenora Young
Legal Assistant

Enclosures

cc: Mr. Keith McCanless, GMC
Mr. C. D. Tyler

a Southern Pacific subsidiary

Interstate Commerce Commission
Washington, D.C. 20423

5/31/90

OFFICE OF THE SECRETARY

Lenona Young
Legal Assistant
St. Louis Southwestern RYW. Co.
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/31/90 at 11:15am and assigned recordation number(s). 16813-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

AMENDMENT AGREEMENT **MAY 31 1990 - 11 15 AM**
INTERSTATE COMMERCE

THIS AMENDMENT AGREEMENT, made this 29th day of May 1990, by and between ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, a Missouri corporation, herein called "Lessee", and GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION), a Delaware corporation, herein called "Lessor".

RECITALS:

Lessor and Lessee entered into a lease agreement dated March 1, 1990, as recorded with the Interstate Commerce Commission (recordation number 16813, March 28, 1990, 10:40 AM). It is desired to amend said lease agreement as hereinafter set forth.

AGREEMENT:

1. With respect to the locomotives described therein, to amend the term of the above mentioned lease agreement to June 30, 1990, as set forth in paragraphs 1, 2, and 5.
2. Except as herein otherwise provided, all terms and conditions contained in said lease agreement dated March 1, 1990, shall be and remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed in triplicate the day and the year first herein written.

Attest:
[Signature]
(Title) SECRETARY

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
By: [Signature]
(Title) Vice President - Finance

Attest:
[Signature]
(Title)
ASSISTANT SECRETARY

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)
By: [Signature]
(Title)

State of Illinois)
County of Cook) ss.

On this 29th day of May, 198⁹⁰~~89~~, before me personally appeared P. Michael Smith, to me personally known, who, being by me duly sworn, did say that he is a Asst. Controller of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Juanita Acantilado
Notary Public

My commission expires:

April 17, 1992



State of California)
County of San Francisco) ss.

On this 30th day of May, 198⁹⁰~~89~~, before me personally appeared L. C. Yarberry, to me personally known, who, being by me duly sworn, did say that he is a Vice President-Finance of St. Louis Southwestern Railway Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Lenora Young-Rusconi
Notary Public

My commission expires;

August 20, 1993

